



上海實業控股有限公司

SHANGHAI INDUSTRIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 363)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Shanghai Industrial Holdings Limited (the “Company”) will be held at the Conference Room of the Company at 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Wednesday, 30th May 2007 at 3:00 p.m. for the following purposes:–

ORDINARY BUSINESS

1. To receive and consider the audited consolidated Financial Statements of the Company for the year ended 31st December 2006 together with the Reports of the Directors and the Auditor thereon.
2. To declare a final dividend.
3. To re-elect retiring Directors and authorise the Board of Directors to fix the Directors’ remuneration.
4. To re-appoint Auditor and authorise the Board of Directors to fix Auditor’s remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following ordinary resolutions:

5. To grant a general and unconditional mandate to the Directors to repurchase issued and fully-paid shares not exceeding 10 percent of the aggregate nominal amount of the shares of the Company in issue at the date of passing the resolution.
6. To grant a general and unconditional mandate to the Directors to allot, issue and deal with shares of the Company with an aggregate nominal value not exceeding 20 percent of the aggregate nominal amount of the shares of the Company in issue at the date of passing the resolution.
7. Conditional on the passing of Resolutions numbered 5 and 6, to extend the general and unconditional mandate granted by Resolution numbered 6 by adding thereto the shares repurchased pursuant to the general mandate granted by Resolution numbered 5.

By Order of the Board
Wong Mei Ling, Marina
Company Secretary

Hong Kong, 30th April 2007

Notes:

- (1) This is a summary of the full text of the notice of Annual General Meeting. The full text of Resolutions numbered 5, 6 and 7 above is set out in the notice of Annual General Meeting which was included in the Annual Report 2006 despatched to Shareholders together with the proposed general mandates to repurchase shares and to issue shares and re-election of retiring Directors dated 30th April 2007 (the “Circular”).
- (2) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and on a poll, vote on his behalf. The proxy need not be a Shareholder of the Company.
- (3) In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the registered office of the Company at 26th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person if he is subsequently able to be present and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) The Register of Members of the Company will be closed from Monday, 28th May 2007 to Wednesday, 30th May 2007, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Share Registrars, Secretaries Limited of 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. on Friday, 25th May 2007.
- (5) The Board of Directors has recommended a final dividend for the year ended 31st December 2006 of HK30 cents per share.
- (6) Concerning Resolution numbered 3 above, Mr. Qu Ding, Mr. Lu Ming Fang, Mr. Yao Fang and Mr. Tang Jun will retire by rotation and, being eligible, have offered themselves for re-election at the Annual General Meeting. Biographical details of the above Directors are set out in Appendix II to the Circular.

- (7) Concerning Resolutions numbered 5 and 6 above, the Directors wish to state that there are no immediate plans to repurchase any existing shares or to issue any new shares or warrants. The Explanatory Statement containing the information necessary to enable the Shareholders to make an informed decision on whether to vote for or against the Resolution numbered 5 to approve the repurchase by the Company of its own shares, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in Appendix I to the Circular.
- (8) The proxy form for use at the Annual General Meeting is sent to Shareholders together with the Annual Report 2006 on Monday, 30th April 2007 and is published on the website of The Stock Exchange of Hong Kong Limited at <http://www.hkex.com.hk> and can also be downloaded from the Company website at <http://www.sihl.com.hk>.

As at the date of this notice, the Board of Directors of the Company comprises eight Executive Directors, namely Mr. Cai Lai Xing, Mr. Cai Yu Tian, Mr. Qu Ding, Mr. Lu Ming Fang, Mr. Ding Zhong De, Mr. Qian Shi Zheng, Mr. Yao Fang and Mr. Tang Jun; three Independent Non-Executive Directors, namely, Dr. Lo Ka Shui, Prof. Woo Chia-Wei and Mr. Leung Pak To, Francis.

Please also refer to the published version of this announcement in South China Morning Post.